



NOMINATING AND CORPORATE GOVERNANCE COMMITTEE CHARTER OF VIMEO, INC.

PURPOSE

The Nominating and Corporate Governance Committee (the "Committee") is appointed by the Board of Directors (the "Board") of Vimeo, Inc. (the "Company") to identify and evaluate individuals qualified to become Board members consistent with such criteria as are deemed appropriate by the Committee or the Board, including the consideration of nominees submitted by stockholders, to recommend to the Board the director nominees for the next annual meeting of stockholders or special meeting of stockholders at which directors are to be elected and nominees to fill vacancies on the Board as necessary, and to assist the Board in overseeing any Company program relating to corporate responsibility and sustainability.

COMMITTEE MEMBERSHIP

The Committee shall consist of no fewer than two members. The members of the Committee shall meet the independence requirements of Nasdaq, subject to exemptions and cure periods permitted by the rules of Nasdaq, as in effect from time to time.

The members of the Committee shall be appointed, and vacancies filled or members removed, by the Board. At the discretion of the Board, one member of the Committee may be appointed as its Chair (the "Chairperson") by the Board. A Committee member may resign from Committee membership by giving written notice to the Board and may do so without resigning from the Board.

MEETINGS

The Committee shall meet as often as it determines necessary to carry out its responsibilities. The Committee shall determine the frequency and length of the Committee meetings and shall set meeting agendas consistent with this Charter. If a Chairperson has been appointed, the Chairperson shall preside at each meeting, otherwise, or in the absence of the Chairperson, a member of the Committee shall be designated, by the members present at the meeting, as the acting chair of the meeting.

A majority of the members of the Committee shall constitute a quorum for purposes of holding a meeting and the Committee may act by vote of a majority of members present at a meeting. In lieu of a meeting, the Committee may act by unanimous written consent in accordance with the Company's certificate of incorporation and bylaws.

COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall have the authority, in its sole discretion, to retain or obtain the advice of any search firm, legal counsel or other adviser to assist it in the performance of its duties. The Committee shall be directly responsible for the appointment, compensation and oversight of the work of any adviser retained by the Committee, and shall have sole authority to approve the adviser's fees and the other terms and conditions of the adviser's retention. The Company must provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any adviser retained by the Committee.

The Committee may form and delegate authority to subcommittees consisting of one or more members when appropriate. The Committee shall report to the Board with respect to its meetings. The Committee

shall review and assess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.

In fulfilling its purpose and carrying out its responsibilities, the Committee shall undertake any activities the Committee deems necessary or appropriate. Subject to the foregoing, the Committee shall:

1. Identify and evaluate qualified individuals for membership on the Board.
2. Recommend to the Board individuals for membership on the Board, including by evaluating nominees submitted by stockholders. In making its recommendations for Board membership, the Committee shall:
 - (a) review candidates' qualifications for membership on the Board based on such criteria as are deemed appropriate by the Committee or the Board;
 - (b) in evaluating current directors for re-nomination to the Board, assess the contribution of such directors and the current needs of the Board; and
 - (c) consider any other factors deemed appropriate by the Committee or the Board.
3. Receive comments from all directors regarding matters within the scope of authority of the Committee.
4. Periodically consider procedures for stockholder communications with members of the Board.
5. Oversee a process for evaluation of the performance of the Board on a periodic basis.
6. Institute plans or programs for the continuing education of directors and orientation of new directors, as it deems appropriate.
7. Develop, recommend to the Board and oversee any Company program relating to corporate responsibility and sustainability, including environmental, social and corporate governance matters; and review the Company's engagement efforts with stockholders and other key stakeholders, including non-governmental organizations and key environmental, social and governance ratings agencies.
8. Perform any other activities consistent with this Charter, the Company's bylaws and governing law that the Committee or the Board deems necessary or appropriate.